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2014 JAN 27 PM 1:05

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is **Hill International, Inc.**

2. It is incorporated under the laws of **Delaware**

3. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   ______________________________

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

   ______________________________

4. The date of its incorporation is **April 2, 2004** and the period of its duration is **perpetual**

5. The address of its principal office is **303 Lippincott Centre, Marlton, NJ 08053**

6. The address of its proposed registered office in Rhode Island is **222 Jefferson Boulevard**
   (Street Address, not P.O. Box)

   **Warwick** (City/Town), RI **02888** (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is **Corporation Service Company**
   (Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

   **Project Management/Construction Management and Consulting Services**

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

| | *Name* | *Address* |
|---|---|---|
| Director | **please see attached** | |
| Director | | |
| Director | | |
| Director | | |

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Form No. 150
Revised: 06/11

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated)

| | Name | Address |
|---|---|---|
| President | please see attached | |
| Vice President | | |
| Treasurer | | |
| Secretary | | |

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| Number of Shares | Class | Series | Par Value or Statement that Shares are without Par Value |
|---|---|---|---|
| 1,000,000 | PREFERRED | | $0.0001 |
| 100,000,000 | COMMON | | $0.0001 |
| | | | |

10. (a) $ 448,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) $ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

11. (a) $ 635,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) $ 250,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

(c) 0 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing ____________.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1-17-14

*Signature of Authorized Officer of the Corporation*

**William H. Dengler, Jr., Secretary**

*Type or Print Name of Authorized Officer*

## EXECUTIVE OFFICERS

| Name | Office Held | Residential Address | Business Address |
|---|---|---|---|
| Irvin E. Richter | Chairman & Chief Executive Officer | 17530 Foxborough Lane<br>Boca Raton, FL 33496 | 303 Lippincott Centre<br>Marlton, NJ 08053 |
| David L. Richter | President & Chief Operating Officer | 274 Carter Road<br>Princeton, NJ 08540 | 303 Lippincott Centre<br>Marlton, NJ 08053 |
| John Fanelli, III | Senior Vice President & Chief Financial Officer | 20 Muskingum Drive<br>Shamong, NJ 08088 | 303 Lippincott Centre<br>Marlton, NJ 08053 |
| William H. Dengler, Jr. | Senior Vice President, General Counsel and Secretary | 404 Linden Avenue<br>Haddonfield, NJ 08033 | 303 Lippincott Centre<br>Marlton, NJ 08053 |

## DIRECTORS

| Name | Business Address |
|---|---|
| Irvin E. Richter | 303 Lippincott Centre<br>Marlton, NJ 08053 |
| David L. Richter | 303 Lippincott Centre<br>Marlton, NJ 08053 |
| Camille S. Andrews | 10 East 53rd Street , 36th Floor<br>New York, NY 10022 |
| Brian W. Clymer | 62 Brookville Hollow Road<br>Stockton, NJ 08559 |
| Gary Mazzucco | 303 Lippincott Centre<br>Marlton, NJ 08053 |
| Alan S. Fellheimer | 1800 JFK Blvd., Suite 810<br>Philadelphia, PA 19103 |
| Steven Kramer | 728 Mill Street<br>Moorestown, NJ 08057 |

# Delaware



*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HILL INTERNATIONAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF NOVEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HILL INTERNATIONAL, INC." WAS INCORPORATED ON THE SECOND DAY OF APRIL, A.D. 2004.

SECRETARY OF STATE
1776 DELAWARE 1970

Jeffrey W Bullock, Secretary of State

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AUTHENTICATION: 0890972

131302791

DATE: 11-13-13

State of Rhode Island and Providence Plantations
**A. Ralph Mollis**
*Secretary of State*

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:
January 27, 2014 1:05 PM

A. RALPH MOLLIS

*Secretary of State*

SEAL OF THE STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS 1636 HOPE